

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CENDANT PUBLISHING, INC.,)	
)	
Plaintiff,)	
)	C.A. No. 05-414-JJF
v.)	
)	
AMAZON.COM, INC.,)	
)	
Defendant.)	

REPLY TO COUNTERCLAIMS

Plaintiff Cendant Publishing, Inc. ("Cendant") replies to the counterclaims of defendant Amazon.com ("Amazon") as follows:

1. Paragraph 1 of the counterclaim requires no response.

THE PARTIES

2. Cendant admits the allegations of paragraph 2 of the counterclaim.
3. Cendant admits the allegations of paragraph 3 of the counterclaim.

JURISDICTION AND VENUE

4. Cendant admits that jurisdiction is proper in this Court.
5. Cendant admits that it is subject to personal jurisdiction in this Court.
6. Cendant admits that venue is proper in this Court.

COUNTERCLAIMS

7. Cendant admits that an actual controversy exists between Cendant and Amazon as to the infringement, enforceability and/or validity of the '370 patent.

**COUNT I:
(DECLARATION OF NON-INFRINGEMENT)**

8. Cendant incorporates herein the replies set forth in paragraphs 1-6 above.
9. Cendant admits that it is the owner by assignment of all legal rights, title and interests in the '370 patent, including the right to enforce the '370 patent.
10. Cendant admits the allegations of paragraph 10 of the counterclaim.
11. Cendant denies the allegations in paragraph 11 of the counterclaim.

**COUNT II:
(DECLARATION OF INVALIDITY)**

12. Cendant incorporates herein the replies set forth in paragraphs 1-11 above.
13. Cendant admits the allegations of paragraph 13 of the counterclaim.
14. Cendant denies the allegations of paragraph 14 of the counterclaim.

PRAYER FOR RELIEF

WHEREFORE, Cendant prays that the Court:

- A. enter judgment on Amazon's counterclaims in favor of Cendant, and against Amazon, and deny Amazon any relief in connection therewith;
- B. award Cendant the relief sought in its Complaint;
- C. award Cendant its costs, attorneys' fees, and expenses in this action; and
- D. award Cendant such further relief as the Court deems just and appropriate.

ASHBY & GEDDES

/s/ Steven J. Balick

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Dated: August 23, 2005
160693.1

CERTIFICATE OF SERVICE

I hereby certify that on the 23rd day of August, 2005, the attached **REPLY TO COUNTERCLAIMS** was served upon the below-named counsel of record at the address and in the manner indicated:

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HAND DELIVERY

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VIA FEDERAL EXPRESS

/s/ Steven J. Balick

Steven J. Balick